

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

<div style="display: flex; justify-content: space-between;"><div style="width: 80%;"><p>BIO/DATA CORPORATION 155 Gibraltar Road Horsham, PA 19044 USA</p><p style="text-align: center;">Plaintiff,</p><p style="text-align: center;">v.</p><p>OCTAPHARMA AG Seidenstrasse 2 CH-8853 Lachen Switzerland and OCTAPHARMA USA, INC. 121 River Street, 12th Floor Hoboken, NJ 07030</p><p style="text-align: center;">Defendants.</p></div><div style="width: 15%; text-align: center;">:</div></div>	:	<p>CIVIL ACTION NO.</p> <p>JURY TRIAL DEMANDED</p>
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CIVIL COMPLAINT

1. Plaintiff, Bio/Data Corporation (“Bio/Data”), is a Pennsylvania corporation with its principal place of business at 155 Gibraltar Road, Horsham, PA 19044. Bio/Data specializes in the development, production, marketing, and licensing of products and technology for the hospital laboratory, including analytical instruments, and consumable and biological products.

2. Defendant, Octapharma AG is a Swiss corporation with its principal place of business at Seidenstrasse 2 CH-8853, Lachen Switzerland. Octapharma AG conducts business in the plasma fractionation industry and develops plasma products to treat bleeding disorders.

3. Defendant, Octapharma USA, Inc. is a subsidiary of Octapharma AG, and is a Virginia corporation with its principal place of business at 121 River Street, 12th Floor, Hoboken, NJ 07030.

4. Octapharma AG and Octapharma USA, Inc. have a high potency plasma concentrate product known as Wilate®, which is used in the treatment of von Willebrand Disease, a bleeding disorder.

5. Wilate is under review for approval by the United States Food and Drug Administration (“USFDA”) for distribution in the United States.

6. Bio/Data has specific knowledge and expertise in the area of the Ristocetin Cofactor Assay, an assay which is used to measure the von Willebrand Factor activity of patient blood samples and is used in the treatment and management of von Willebrand disease. It is also used to assay the potency in plasma products used to treat other bleeding disorders.

7. Octapharma AG and Octapharma USA, Inc. solicited the use of Bio/Data’s proprietary technology related to the Ristocetin Cofactor Assay, and Bio/Data’s access to the FDA to help Octapharma AG and Octapharma USA, Inc. obtain FDA regulatory approval of Wilate for distribution in the United States. Octapharma USA, Inc. directed the project for and on behalf of Octapharma AG.

8. By Letter of Intent dated March 10, 2008, sent by Octapharma AG, Bio/Data and Octapharma AG agreed that Bio/Data would devote its efforts on an expedited basis to further develop and validate its Ristocetin Cofactor Assay so that it could then be used by the USFDA for assessing the potency and efficacy of Wilate as well as other high potency plasma concentrate products and to help Octapharma AG and Octapharma USA, Inc. gain USFDA approval for distribution of Wilate. A copy of the Letter of Intent is attached hereto as Exhibit “A” and incorporated herein by reference.

9. Octapharma AG specifically stated in the Letter of Intent as follows:

“We understand that the immediacy of the envisioned project will require adjustment of Bio/Data’s internal product development and marketing plans for 2008, and that Octapharma will provide appropriate compensation to Bio/Data for this accommodation within a budget to be agreed.”

10. No budget was ever agreed upon between the parties even though Bio/Data repeatedly petitioned Octapharma AG for a budget.

11. Bio/Data did indeed adjust its internal product development and marketing activities for 2008 to meet Octapharma’s expedited needs and schedule. Moreover, between December, 2007 and September 2008, Octapharma AG and Octapharma USA, Inc. conducted numerous meetings in the United States, Switzerland and Austria (the research and development facility of Octapharma AG) and a multitude of communications with Bio/Data in furtherance of the Wilate project. Bio/Data delivered significant technical knowledge to Octapharma AG and Octapharma USA, Inc., and devoted substantial effort to develop its assay for validating the potency and efficacy of Wilate.

12. Bio/Data devoted substantial time and effort, purchased materials and supplies, and retained and paid an independent consultant to perform the work contemplated by the March 10, 2008 Letter of Intent. The value of the work, materials and consulting services was approximately \$500,000.

13. On or about December 29, 2008, Bio/Data sent to Octapharma AG a partial invoice in the amount of \$119,204 for services rendered on the Wilate project. Copies of the invoice and the transmittal letter are attached as Exhibit “B”.

14. Octapharma AG has failed and refused to remit full payment called for by the invoice.

COUNT I – BREACH OF CONTRACT

15. Bio/Data incorporates by reference Paragraphs 1 through 14 as if set forth at length.

16. Bio/Data and Octapharma AG agreed to a binding contract that Octapharma AG would provide appropriate compensation to Bio/Data for the work Bio/Data performed to further develop its assay that could assist Octapharma AG and Octapharma USA, Inc. to obtain FDA approval for Wilate.

17. In reliance on the contract, Bio/Data performed substantial work and incurred substantial costs pursuant to that agreement of the parties established by the Letter of Intent dated March 10, 2008.

18. Bio/Data is entitled to appropriate compensation pursuant to the contract.

19. Despite demand, Octapharma AG has refused to appropriately compensate Bio/Data for its work and loss of revenue.

20. Octapharma AG is in breach of its contract with Bio/Data.

21. Bio/Data has suffered damages as a result of the breach in the form of lost time, the value of materials and supplies, cost for consulting services, and revenues from reduced sales and lost opportunities.

22. Bio/Data is entitled to recover the value of the lost time, materials and supplies and consulting services devoted to the project (totaling approximately \$500,000) as well as reduced sales and lost opportunities resulting from the agreed deferral of its own product development and marketing programs (totaling more than \$2.3 million) for a total loss of approximately \$2.8 million.

WHEREFORE, Bio/Data demands judgment against Octapharma AG in an amount in excess of \$75,000 plus interest and costs, together with such other relief as the Court may deem appropriate.

COUNT II – QUANTUM MERUIT

23. Bio/Data incorporates by reference Paragraphs 1 through 22 of this Complaint as if set forth at length.

24. Bio/Data, by its efforts and expenditures, conferred valuable benefits upon Octapharma AG and Octapharma USA, Inc.

25. Octapharma AG and Octapharma USA, Inc. accepted and acknowledged Bio/Data's efforts.

26. The circumstances and dealings between the parties reflect the understanding by Octapharma AG and Octapharma USA, Inc. that they would compensate Bio/Data for Bio/Data's work and expenditures.

27. Under the circumstances, since Bio/Data did perform and Octapharma AG and Octapharma USA, Inc. did accept and retain for its own purposes, the benefits of Bio/Data's work and expenditures, it would be inequitable and unjust to deny Bio/Data appropriate compensation.

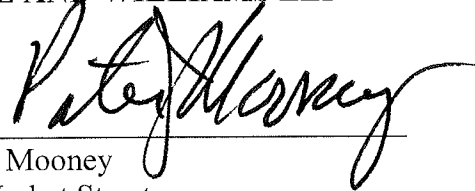
28. The value of the work, materials, consulting services provided to Octapharma AG and Octapharma USA, Inc. is approximately \$500,000.

29. Octapharma AG and Octapharma USA, Inc. have declined to compensate Bio/Data for the reasonable value of the work, materials and consulting services provided by Bio/Data.

WHEREFORE, Bio/Data demands judgment against Octapharma AG and Octapharma USA, Inc. jointly and severally in an amount in excess of \$75,000 together with interest, costs and such other relief as the Court deems appropriate.

WHITE AND WILLIAMS LLP

BY: _____


Peter J. Mooney
1650 Market Street
One Liberty Place, Suite 1800
Philadelphia, PA 19103-7395
Phone: 215.864.7164
Attorneys for Plaintiff,
Bio/Data Corporation

Dated: July 17, 2009

EXHIBIT “A”

3-10-08

William M. Trollo, Vice President
Bio/Data Corporation
155 Gibraltar Road
Horsham, PA 19044, USA

Re: Octapharma AG/ Bio/Data Corporation- Letter of Intent

Dear Bill:

We continue to be very positive about the potential for a mutually beneficial relationship between our two companies.

The purpose of this letter is to confirm the understanding between Octapharma AG and Bio/Data Corporation (Bio/Data) relating to Bio/Data's knowledge in the area of the Ristocetin Cofactor Assay (vWF:RCO), and Octapharma's need for access to this proprietary information. Further, it is Octapharma's intention of utilizing this knowledge, through the efforts of Bio/Data, to seek USFDA regulatory approval of Octapharma's Wilate® for distribution in the United States.

Based on our discussions, and on-going discussions, we mutually agree to dedicate our best efforts to promptly enter into a definitive agreement, covering the applications of Bio/Data's knowledge and effort, to develop and validate an assay system suitable for determining the potency and efficacy of Octapharma's Wilate.

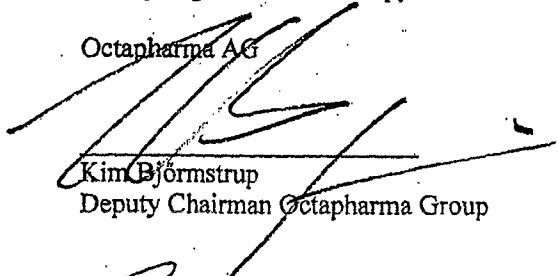
We understand that the immediacy of the envisioned project will require adjustment of Bio/Data's internal product development and marketing plans for 2008, and that Octapharma will provide appropriate compensation to Bio/Data for this accommodation within a budget to be agreed.

Further, in our forthcoming meeting on 11 and 12 March, 2008 we confirm the information and technical detail relative to Bio/Data's Kinetic vW Factor Assay will be treated by Octapharma in accordance with Paragraph 2, of the Non Disclosure Agreement, signed by both of us, dated 10 January, 2008.

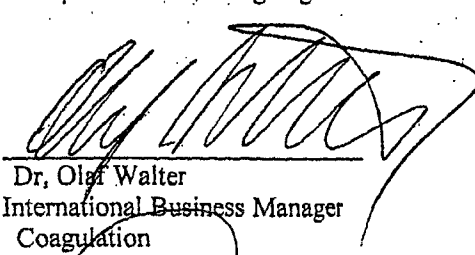
In brief, we believe the foregoing accurately sets forth our general understanding of our relationship. Subsequent to our scheduled meeting, as mentioned previously, we look forward to developing a more comprehensive agreement between our two companies.

Kindly, sign and return a copy of this letter to us indicating your acceptance of the foregoing.

Octapharma AG


Kim Bjørnstrup
Deputy Chairman Octapharma Group


Eugene J. Messa
President


Dr. Olaf Walter
International Business Manager
Coagulation

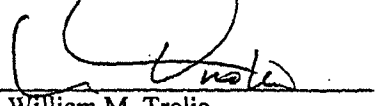

William M. Trollo
Vice- President

EXHIBIT “B”



**BIO/DATA
CORPORATION**

155 GIBRALTAR ROAD, P. O. BOX 347, HORSHAM, PA 19044-0347 U.S.A.
WORLDWIDE: (215) 441-4000 U.S.A.: (800) 257-3282 FAX: (215) 443-8820
WWW.BIODATACORP.COM E-MAIL: BDC@BIODATACORP.COM

29 December, 2008

VIA Email and
INTERNATIONAL EXPRESS DELIVERY

Dr. Olaf Walter
International Business Manager
Octapharma AG
Seidenstrasse 2
CH 8853 Lachen
SWITZERLAND

RE: Project 182: Wilate®

Dear Olaf:

It has been one hundred and twenty (120) days since there has been any sustentative contact between our respective companies, and there are only three (3) days left in 2008.

In the Letter of Intent dated March 10, 2008, Octapharma agreed it "will provide appropriate compensation to Bio/Data ..." for the required adjustments to its 2008 product development and marketing plans.

Since there has been no project activity for such a long period, and because our fiscal year ends on December 31st, our Chief Financial Officer has directed me to close out the Wilate project.

Accordingly, an invoice for a portion of direct professional and consultative services and technical support for the period of January 28 to October 31, 2008 is enclosed. (Note: the invoiced amount does not represent our total costs for this program nor required plan changes) Instructions for wire transfer of the funds are noted on the invoice.

Your prompt attention to this matter is anticipated and appreciated.

Sincerely yours,
Bio/Data Corporation

William M. Trolie
Vice President

Enc.

Cc: B. J. Bell, CFO


**BIO/DATA
CORPORATION**

 Remit to:
 155 Gibraltar Road, P.O. Box 347
 Horsham, PA 18044-0347 U.S.A.
 Phone: (215) 441 - 4000
 Fax: (215) 443 - 8820
 Internet: www.biodatacorp.com
 E-mail: bdc@biodatacorp.com

ORIGINAL INVOICE

INVOICE NO.

PAGE

INVOICE DATE 12/29/2008

TERRITORY

CUSTOMER No.

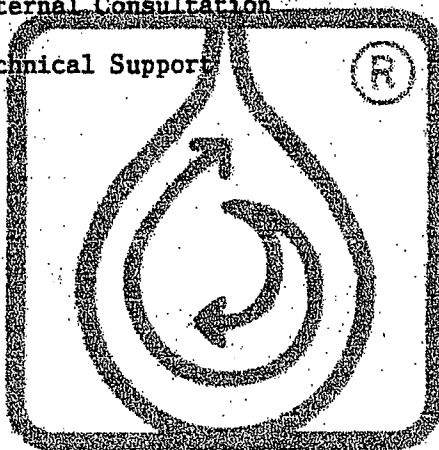
 Octapharma AG
 Seidenstrasse 2
 CH 8853 Lachen
 Switzerland

ATTN: Dr. Olaf Walter

LINE NUMBER	CUSTOMER NO.	PKGS	PRO	WEIGHT	SHIP VIA	TERMS FOR PAYMENT
						Due Upon Receipt
LINE/BL	QTY ORDERED	QTY SHIPPED	QTY BACK ORDERED	UNIT PRICE	EXTENDED PRICE	

For a portion of direct services rendered on Project 182, Wilate, in accordance with the Octapharma Letter of Intent dated 10 March 2008.

346.3 hours	Professional Services	\$225.00/hr	77,925.00
	External Consultation		33,000.00
44.75 hours	Technical Support	\$185.00/hr	8,279.00


REMIT WIRED FUNDS TO:

 Sovereign Bank
 1130 Berkshire Street
 Wyomissing, PA 19610 U.S.A.
 ABA Number 231372691
 For the credit of Bio/Data Corporation
 Account Number 5571024925

SALES TOTAL	119,204.00
MISC. CHG FREIGHT SALES TAX	
TOTAL U.S. DOLLARS	\$119,204.00